

OMB APPROVAL	
OMB Number:	3235-0076
Expires:	
Estimated average burden hours per response.....	16.00

FORM D

**NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION**

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

Name of Offering (☐ check if this is an amendment and name has changed, and indicate change.)

Shapemaster USA, Inc.

Filing Under (Check box(es) that apply): ☒ Rule 504 ☐ Rule 505 ☐ Rule 506 ☐ Section 4(6) ☐ ULOE

Type of Filing: ☒ New Filing ☐ Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (☐ check if this is an amendment and name has changed, and indicate change.)

Shapemaster USA, Inc.

Address of Executive Offices

(Number and Street, City, State, Zip Code)

823 S. Detroit Ave, Suite 410 Tulsa, OK 74120

Telephone Number (Including Area Code)

918-585-2377

Address of Principal Business Operations
(if different from Executive Offices)

(Number and Street, City, State, Zip Code)

Telephone Number (Including Area Code)

Brief Description of Business

Wholesaler of assisted exercise equipment

Type of Business Organization

☒ corporation

☐ limited partnership, already formed

☐ business trust

☐ limited partnership, to be formed

THOMSON FINANCIAL (please specify)

Actual or Estimated Date of Incorporation or Organization: 016 010 ☒ Actual ☐ Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction)

OK

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer.
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Tipton, Karen

Business or Residence Address (Number and Street, City, State, Zip Code)

823 S Detroit Ave, Suite 410, Tulsa, OK 74120

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Cash, Adrienne

Business or Residence Address (Number and Street, City, State, Zip Code)

823 S Detroit Ave, Suite 410, Tulsa, OK 74120

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? ☒ Yes ☐ No
Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? \$ 10,000.00
3. Does the offering permit joint ownership of a single unit? ☒ Yes ☐ No
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

N/A

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ☐ All States

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ☐ All States

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ☐ All States

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box ☐ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ 0.00	\$ 0.00
Equity	\$ 1,000,000.00	\$ 2,500.00
<input type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$ 0.00	\$ 0.00
Partnership Interests	\$ 0.00	\$ 0.00
Other (Specify _____)	\$ 0.00	\$ 0.00
Total	\$ 1,000,000.00	\$ 2,500.00

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	0	\$ 0.00
Non-accredited Investors	2	\$ 2,500.00
Total (for filings under Rule 504 only)	2	\$ 2,500.00

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505	0	\$ 0.00
Regulation A	0	\$ 0.00
Rule 504	0	\$ 0.00
Total		\$ 0.00

- 4 a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	<input type="checkbox"/>	\$ 0.00
Printing and Engraving Costs	<input type="checkbox"/>	\$ 130.00
Legal Fees	<input type="checkbox"/>	\$ 6,025.00
Accounting Fees	<input type="checkbox"/>	\$ 2,150.76
Engineering Fees	<input type="checkbox"/>	\$ 0.00
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$ 0.00
Other Expenses (identify) _____	<input type="checkbox"/>	\$ _____
Total	<input type="checkbox"/>	\$ 8,305.76

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the “adjusted gross proceeds to the issuer.”

\$ 991,694.24

5. Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments to Others
Salaries and fees	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 17,200.03
Purchase of real estate	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Construction or leasing of plant buildings and facilities	<input type="checkbox"/> \$	<input type="checkbox"/> \$ 1,647.88
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Repayment of indebtedness	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Working capital	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Other (specify):	<input type="checkbox"/> \$	<input type="checkbox"/> \$
.....	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Column Totals	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 18,847.91
Total Payments Listed (column totals added)	<input type="checkbox"/> \$ 18,847.91	

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Shapemaster USA, Inc.	Signature <i>Karen L. Tipton</i>	Date September 21, 2006
Name of Signer (Print or Type) Karen L. Tipton	Title of Signer (Print or Type) President/CEO	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? ☐ Yes ☒ No

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) Shapemaster USA, Inc.	Signature <i>Karen L. Tipton</i>	Date September 21, 2006
Name (Print or Type) Karen L. Tipton	Title (Print or Type) President/CEO	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL		<input checked="" type="checkbox"/>	Preferred	0		0		<input type="checkbox"/>	<input checked="" type="checkbox"/>
AK		<input checked="" type="checkbox"/>	Preferred	0		0		<input type="checkbox"/>	<input checked="" type="checkbox"/>
AZ	<input checked="" type="checkbox"/>		Preferred	0		0		<input type="checkbox"/>	<input checked="" type="checkbox"/>
AR		<input checked="" type="checkbox"/>	Preferred	0		0		<input type="checkbox"/>	<input checked="" type="checkbox"/>
CA	<input checked="" type="checkbox"/>		Preferred	0		0		<input type="checkbox"/>	<input checked="" type="checkbox"/>
CO		<input checked="" type="checkbox"/>	Preferred	0		0		<input type="checkbox"/>	<input checked="" type="checkbox"/>
CT		<input checked="" type="checkbox"/>	Preferred	0		0		<input type="checkbox"/>	<input checked="" type="checkbox"/>
DE		<input checked="" type="checkbox"/>	Preferred	0		0		<input type="checkbox"/>	<input checked="" type="checkbox"/>
DC		<input checked="" type="checkbox"/>	Preferred	0		0		<input type="checkbox"/>	<input checked="" type="checkbox"/>
FL		<input checked="" type="checkbox"/>	Preferred	0		0		<input type="checkbox"/>	<input checked="" type="checkbox"/>
GA		<input checked="" type="checkbox"/>	Preferred	0		0		<input type="checkbox"/>	<input checked="" type="checkbox"/>
HI		<input checked="" type="checkbox"/>	Preferred	0		0		<input type="checkbox"/>	<input checked="" type="checkbox"/>
ID		<input checked="" type="checkbox"/>	Preferred	0		0		<input type="checkbox"/>	<input checked="" type="checkbox"/>
IL		<input checked="" type="checkbox"/>	Preferred	0		0		<input type="checkbox"/>	<input checked="" type="checkbox"/>
IN		<input checked="" type="checkbox"/>	Preferred	0		0		<input type="checkbox"/>	<input checked="" type="checkbox"/>
IA		<input checked="" type="checkbox"/>	Preferred	0		0		<input type="checkbox"/>	<input checked="" type="checkbox"/>
KS		<input checked="" type="checkbox"/>	Preferred	0		0		<input type="checkbox"/>	<input checked="" type="checkbox"/>
KY		<input checked="" type="checkbox"/>	Preferred	0		0		<input type="checkbox"/>	<input checked="" type="checkbox"/>
LA		<input checked="" type="checkbox"/>	Preferred	0		0		<input type="checkbox"/>	<input checked="" type="checkbox"/>
ME		<input checked="" type="checkbox"/>	Preferred	0		0		<input type="checkbox"/>	<input checked="" type="checkbox"/>
MD		<input checked="" type="checkbox"/>	Preferred	0		0		<input type="checkbox"/>	<input checked="" type="checkbox"/>
MA		<input checked="" type="checkbox"/>	Preferred	0		0		<input type="checkbox"/>	<input checked="" type="checkbox"/>
MI		<input checked="" type="checkbox"/>	Preferred	0		0		<input type="checkbox"/>	<input checked="" type="checkbox"/>
MN		<input checked="" type="checkbox"/>	Preferred	0		0		<input type="checkbox"/>	<input checked="" type="checkbox"/>
MS		<input checked="" type="checkbox"/>	Preferred	0		0		<input type="checkbox"/>	<input checked="" type="checkbox"/>

APPENDIX

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MO		<input checked="" type="checkbox"/>	Preferred	0		0			<input checked="" type="checkbox"/>
MT		<input checked="" type="checkbox"/>	Preferred	0		0			<input checked="" type="checkbox"/>
NE		<input checked="" type="checkbox"/>	Preferred	0		0			<input checked="" type="checkbox"/>
NV		<input checked="" type="checkbox"/>	Preferred	0		0			<input checked="" type="checkbox"/>
NH		<input checked="" type="checkbox"/>	Preferred	0		0			<input checked="" type="checkbox"/>
NJ		<input checked="" type="checkbox"/>	Preferred	0		0			<input checked="" type="checkbox"/>
NM		<input checked="" type="checkbox"/>	Preferred	0		0			<input checked="" type="checkbox"/>
NY		<input checked="" type="checkbox"/>	Preferred	0		0			<input checked="" type="checkbox"/>
NC		<input checked="" type="checkbox"/>	Preferred	0		0			<input checked="" type="checkbox"/>
ND		<input checked="" type="checkbox"/>	Preferred	0		0			<input checked="" type="checkbox"/>
OH		<input checked="" type="checkbox"/>	Preferred	0		0			<input checked="" type="checkbox"/>
OK	<input checked="" type="checkbox"/>		Preferred	0		2	\$2,500.00		<input checked="" type="checkbox"/>
OR		<input checked="" type="checkbox"/>	Preferred	0		0			<input checked="" type="checkbox"/>
PA		<input checked="" type="checkbox"/>	Preferred	0		0			<input checked="" type="checkbox"/>
RI		<input checked="" type="checkbox"/>	Preferred	0		0			<input checked="" type="checkbox"/>
SC		<input checked="" type="checkbox"/>	Preferred	0		0			<input checked="" type="checkbox"/>
SD		<input checked="" type="checkbox"/>	Preferred	0		0			<input checked="" type="checkbox"/>
TN		<input checked="" type="checkbox"/>	Preferred	0		0			<input checked="" type="checkbox"/>
TX		<input checked="" type="checkbox"/>	Preferred	0		0			<input checked="" type="checkbox"/>
UT		<input checked="" type="checkbox"/>	Preferred	0		0			<input checked="" type="checkbox"/>
VT		<input checked="" type="checkbox"/>	Preferred	0		0			<input checked="" type="checkbox"/>
VA		<input checked="" type="checkbox"/>	Preferred	0		0			<input checked="" type="checkbox"/>
WA		<input checked="" type="checkbox"/>	Preferred	0		0			<input checked="" type="checkbox"/>
WV		<input checked="" type="checkbox"/>	Preferred	0		0			<input checked="" type="checkbox"/>
WI		<input checked="" type="checkbox"/>	Preferred	0		0			<input checked="" type="checkbox"/>

APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
WY	<input type="checkbox"/>	<input checked="" type="checkbox"/>	Preferred	0		0		<input type="checkbox"/>	<input checked="" type="checkbox"/>
PR	<input type="checkbox"/>	<input checked="" type="checkbox"/>	Preferred	0		0		<input type="checkbox"/>	<input checked="" type="checkbox"/>

FORM U-2
UNIFORM CONSENT TO SERVICE OF PROCESS

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned Shapemaster USA, Inc. ☒ a corporation,
☐ partnership, ☐ other _____ organized under the laws of Oklahoma, or
☐ an individual for purposes of complying with the laws of the States indicated hereunder relating to either the registration
or sale of securities, hereby irrevocably appoints the officers of the States so designated hereunder and their successors
in such offices, its attorney in those States so designated upon whom may be served any notice, process or pleading in
any action or proceeding against it arising out of, or in connection with, the sale of securities or out of violation of the
aforesaid laws of the States so designated; and the undersigned does hereby consent that any such action or proceeding
against it may be commenced in any court of competent jurisdiction and proper venue within the States so designated
hereunder by service of process upon the officers so designated with the same effect as if the undersigned was organized
or created under the laws of that State and have been served lawfully with process in that State.

It is requested that a copy of any notice, process, or pleading served hereunder by mailed to:

Shapemaster USA, Inc., Attn: Karen L. Tipton

NAME

823 S. Detroit Ave, Suite 410, Tulsa, Oklahoma 74104

ADDRESS

Place a "(," before the names of all the States for which the person executing this form is appointing the designated
Officer of that State as its attorney in that State for receipt of service of process:

<input type="checkbox"/> ALABAMA	Secretary of State	<input type="checkbox"/> DELAWARE	Securities Commissioner
<input type="checkbox"/> ALASKA	Administrator of the Division of Banking and Corporations, Department of Commerce and Economic Development	<input type="checkbox"/> DISTRICT OF COLUMBIA	Public Service Commissioner
<input type="checkbox"/> ARIZONA	The Corporation Commission	<input type="checkbox"/> FLORIDA	Department of Banking and Finance
<input type="checkbox"/> ARKANSAS	The Securities Commissioner	<input type="checkbox"/> GEORGIA	Commissioner of Securities
<input checked="" type="checkbox"/> CALIFORNIA	Commissioner of Corporations	<input type="checkbox"/> GUAM	Administrator, Department of Finance
<input type="checkbox"/> COLORADO	Securities Commissioner	<input type="checkbox"/> HAWAII	Commissioner of Securities
<input type="checkbox"/> CONNECTICUT	Banking Commissioner	<input type="checkbox"/> IDAHO	Director, Department of Finance
<input type="checkbox"/> IOWA	Commissioner of Insurance	<input type="checkbox"/> ILLINOIS	Secretary of State
<input type="checkbox"/> KANSAS	Secretary of State	<input type="checkbox"/> INDIANA	Secretary of State
		<input type="checkbox"/> OHIO	Secretary of State

<input type="checkbox"/> KENTUCKY	Director, Division of Securities	<input type="checkbox"/> OREGON	Director, Department of Insurance and Finance
<input type="checkbox"/> LOUISIANA	Commissioner of Securities	<input checked="" type="checkbox"/> OKLAHOMA	Securities Administrator
<input type="checkbox"/> MAINE	Administrator, Securities Division	*** PENNSYLVANIA	Pennsylvania does not require filing of a Consent to Service of Process.
<input type="checkbox"/> MARYLAND	Commissioner of the Division of Securities	<input type="checkbox"/> PUERTO RICO	Commissioner of Financial Institutions
<input type="checkbox"/> MASSACHUSETTS	Secretary of State	<input type="checkbox"/> RHODE ISLAND	Director of Business Regulation
<input type="checkbox"/> MICHIGAN	Administrator, Corporation and Securities Bureau, Department of Commerce	<input type="checkbox"/> SOUTH CAROLINA	Secretary of State
<input type="checkbox"/> MINNESOTA	Commissioner of Commerce	<input type="checkbox"/> SOUTH DAKOTA	Secretary of State
<input type="checkbox"/> MISSISSIPPI	Secretary of State	<input type="checkbox"/> TENNESSEE	Commissioner of Commerce and Insurance
<input type="checkbox"/> MISSOURI	Securities Commissioner	<input type="checkbox"/> TEXAS	Securities Commissioner
<input type="checkbox"/> MONTANA	State Auditor and Commissioner of Insurance	<input type="checkbox"/> UTAH	Director, Division of Securities
<input type="checkbox"/> NEBRASKA	Director of Banking and Finance	<input type="checkbox"/> VERMONT	Secretary of State
<input type="checkbox"/> NEVADA	Secretary of State	<input type="checkbox"/> VIRGINIA	Clerk, State Corporation Commission
<input type="checkbox"/> NEW HAMPSHIRE	Secretary of State	<input type="checkbox"/> WASHINGTON	Director of the Department of Financial Institutions
<input type="checkbox"/> NEW JERSEY	Chief, Securities Bureau	<input type="checkbox"/> WEST VIRGINIA	Commissioner of Securities
<input type="checkbox"/> NEW MEXICO	Director, Securities Division	<input type="checkbox"/> WISCONSIN	Commissioner of Securities
<input type="checkbox"/> NEW YORK	Secretary of State	<input type="checkbox"/> WYOMING	Secretary of State
<input type="checkbox"/> NORTH CAROLINA	Secretary of State		
<input type="checkbox"/> NORTH DAKOTA	Securities Commissioner		

Dated this 21st day of September, 2006

Karen L. Tipton
By Karen L. Tipton

(SEAL)

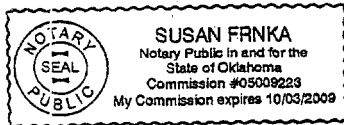
President
Title

CORPORATE ACKNOWLEDGMENT

State or Province of Oklahoma)
County of Tulsa) ss.

On this 21st day of September, 2006, before me Karen L. Tipton the undersigned officer, personally appeared Karen L. Tipton known personally to me to be the President of the above named corporation and acknowledged that he, as an officer being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as an officer.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.



Susan Franka
NOTARY PUBLIC / G/GUMM STONER OF OATHS
My commission expires: 10/03/2009

INDIVIDUAL OR PARTNERSHIP ACKNOWLEDGMENT

State or Province of _____)
County of _____) ss.

On this _____ day of _____, before me _____ the undersigned officer, personally appeared _____ to me personally known and known to me to be the same person(s) whose name(s) is (are) signed to the foregoing instrument, and acknowledged the execution thereof for the uses and purposes therein set forth.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.

NOTARY PUBLIC / G/GUMM STONER OF OATHS
My commission expires: _____

**INSTRUCTIONS TO FORM U-2
UNIFORM CONSENT TO SERVICE OF PROCESS**

1. The name of the issuer is to be inserted in the blank space on line 1 of Uniform FORM U-2 ("Form").
2. The type of person executing the Form is to be described by striking out the inapplicable nomenclature in lines 2 - 4 and, if appropriate, by inserting a description of the person in the blank space provided on line 2 of the form.
3. The name of the jurisdiction under which the issuer was formed or is to be formed is to be inserted in the blank space on line 3 of the Form.
4. The person to whom a copy of any notice, process or pleading which is served pursuant to the Consent to Service of Process is to be inserted in the appropriate blank spaces at the end of page 1 of the Form.
5. A "v(" is to be placed in the space before the names of all States which the person executing this Form lawfully is appointing the officer of each State so designated on the Form as its attorney in that State for receipt of service of process.
6. A manually signed Form must be filed with each State requiring a Consent to Service of Process on FORM U-2 at the office so designated by the laws or regulations of that State and must be accompanied by the exact filing fee, if any.
7. The Form must be signed by the issuer. If the issuer is a corporation, it should be signed in the name of the corporation by an executive officer duly authorized; if a partnership, it should be signed in the name of the partnership by a general partner, and if an unincorporated association or other organization which is not a partnership, the Form should be signed in the name of such organization by a person responsible for the direction or management of its affairs.
8. If the Form is mailed, it is advisable to send it by registered or certified mail, postage prepaid, return receipt requested.

FORM U-2A UNIFORM CORPORATE RESOLUTION

UNIFORM FROM OF
CORPORATE RESOLUTION
OF

Shapemaster USA, Inc.

(Name of Corporation)

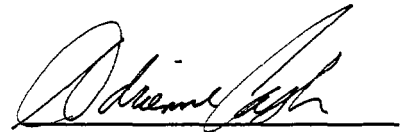
RESOLVED, that it is desirable and in the best interest of this Corporation that its securities be qualified or registered for sale in various states; that the President or any Vice President and the Secretary or an Assistant Secretary hereby are authorized to determine the states in which appropriate action shall be taken to qualify or register for sale all or such part of the securities of this Corporation as said officers may deem advisable; that said officers are hereby authorized to perform on behalf of this Corporation any and all such acts as they may deem necessary or advisable in order to comply with the applicable laws of any such states, and in connection therewith to execute and file all requisite papers and documents, including, but not limited to, applications, reports, surety bonds, irrevocable consents and appointments of attorneys for service of process; and the execution by such officers of any such paper or document or the doing by them of any act in connection with the foregoing matters shall conclusively establish their authority therefor from this Corporation and the approval and ratification by this Corporation of the papers and documents so executed and the action so taken.

CERTIFICATE

The undersigned hereby certifies that he is the _____ Secretary of Shapemaster USA, Inc., a corporation organized and existing under the laws of the State of Oklahoma; that the foregoing is a true and correct copy of a resolution duly adopted at a meeting of the Board of Directors of said corporation held on the 1ST day of September, 2006, at which meeting a quorum was at all times present and acting; that the passage of said resolution was in all respects legal; and that said resolution is in full force and effect.

Dated this 21ST day of September, 2006.

(CORPORATE SEAL)



Secretary